

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL
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February 10, 2003

RECORDATION NO. 24321 FILED

FEB 10 '03 12-11 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of July 31, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
9876 213th Avenue NW
Elk River, Minnesota 55330

Lessee: Badger Mining Corporation
409 South Church Street
Berlin, Wisconsin 54923

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A description of the railroad equipment covered by the enclosed document is:

2 covered hopper cars: MWCX 300030 -- MWCX 300031.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 24321 FILED

MEMORANDUM OF LEASE

FEB 10 '03 12:11 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (this "Memorandum") is made as of July 31, 2002 by MIDWEST RAILCAR CORPORATION ("Lessor"), and BADGER MINING CORPORATION ("Lessee").

Pursuant to the Railcar Lease by and between Lessor and Lessee dated as of March 15, 2002 ("Lease") certain railcar(s) as described on Exhibit A attached hereto and made a part hereof are under lease to Lessee.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION

By:  (SEAL)

Richard M. Murphy, III
President

BADGER MINING CORPORATION

By:  (SEAL)

Name: Thomas Leake
Title: Co. President TDL

STATE OF Wisconsin, COUNTY OF Green Lake, TO WIT:

I HEREBY CERTIFY, that on this 5 day of August, 2002, before me, the undersigned, a Notary Public of the State of Wisconsin, personally appeared Thomas Taake who acknowledged himself to be Co-leader TDL of BADGER MINING CORPORATION, a Wisconsin corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Co-leader TDL of said corporation by signing the name of the corporation by himself as Co-leader TDL.

AS WITNESS my hand and notarial seal.

Synnette K. Wilde
Notary Public

(SEAL)

My Commission Expires: 6-11-06

STATE OF MINNESOTA, COUNTY OF SHERBURNE, TO WIT:

I HEREBY CERTIFY, that on this 31 day of July, 2002, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Richard M. Murphy, III, who acknowledged himself to be a President of MIDWEST RAILCAR CORPORATION, an Illinois corporation, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said corporation by signing the name of the corporation by himself as President.

AS WITNESS my hand and notarial seal.

David L. Smith
Notary Public

(SEAL)

My Commission Expires: 1-31-06



EXHIBIT A

DESCRIPTION OF RAILCAR(S)

(2) 2970 - 3300 c.f. Covered Hopper Railcars with round / trough hatches and gravity gates.

CAR NUMBERS:

MWCX 300030 & MWCX 300031